

Jemison Steven W  
 Form 4  
 August 07, 2009

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Jemison Steven W

(Last) (First) (Middle)

ONE PROCTER AND GAMBLE  
 PLAZA

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 PROCTER & GAMBLE CO [PG]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 08/06/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 \_\_\_X\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

Chief Legal Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_X\_\_\_ Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 08/06/2009                           |  | M                              | V Amount (A) or (D) Price<br>53 A \$ 52.525                       | 17,730.997  | D  |   |
| Common Stock                    | 08/06/2009                           |  | F                              | 53 D \$ 52.525  | 17,677.997  | D  |   |
| Common Stock                    |                                      |  |                                |   | 13.841  | I  | By daughter Steffani                                  |
| Common Stock                    |                                      |  |                                |   | 1   | I  | By son Philip   |
| Common Stock                    |                                      |  |                                |   | 23,961.9571<br>(1)  | I  | By Retirement Plan                                    |

|                 |         |   |  |
|-----------------|---------|---|--|
| Common<br>Stock | 195.724 | I | Trustees<br>By SW<br>Jemison<br>and PL<br>McCallum<br>Revocable<br>Trust |
|-----------------|---------|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pr<br>Deri<br>Secu<br>(Inst |                    |                 |  |    |
|---|--|---|---|--------------------------------------|--|--|---|--------------------------------|--------------------|-----------------|--|----|
|   |  |   |   | Code                                 | V  | (A)  | (D)   | Date<br>Exercisable            | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |    |
| Restricted<br>Stock<br>Units                        | (2)  | 08/06/2009                              |   | A                                    |  | 1,001  |   | (4)                            | (4)                | Common<br>Stock | 1,001                                  | \$ |
| Restricted<br>Stock<br>Units                        | (2)  | 08/06/2009                              |   | M                                    |  | 53   |   | (5)                            | (5)                | Common<br>Stock | 53                                     |    |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| Jemison Steven W<br>ONE PROCTER AND GAMBLE PLAZA<br>CINCINNATI, OH 45202 |               |           | Chief<br>Legal<br>Officer |       |

## Signatures

/s/ Jason P. Muncy, Attorney-In-Fact for STEVEN W.  
JEMISON

08/07/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Holdings as of 6/30/09.
- (2) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive Procter & Gamble common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/09.
- (3) Award in the form of Restricted Stock Units, computed per benefit formula for plan year ended 6/30/09.
- (4) These units will deliver in shares or cash settlement on retirement from the company, unless delivery is deferred or such shares are contributed to reporting person's deferred compensation account.
- (5) Converted on 8/6/09 to common stock to cover taxes withheld on grants of RSUs.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.